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7 Attorneys for Defendant
WESLEY MAYDER

IN THE UNITED STATES DISTRICT COURT

IN AND FOR THE NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

12 | VERIGY US, INC., a Delaware Corporation,

13 Plaintiff,

V.

15 ROMI MAYDER, an individual; WESLEY
16 MAYDER, an individual; SILICON TEST
17 SYSTEMS, INC., a California Corporation;
and SILICON TEST SOLUTIONS, LLC, a
California Limited Liability Corporation,
inclusive,

19 Defendants

Case No. 5:07-cv-04330-RMW (HRL)

**DECLARATION OF DANIEL E. HANLEY
IN SUPPORT OF DEFENDANT'S REPLY
BRIEF IN SUPPORT OF MOTION FOR
SUMMARY JUDGMENT AND RULE 11
SANCTIONS**

**Before: Judge Ronald Whyte
Ctrm: 6**

Complaint Filed: August 22, 2007
Trial Date: December 8, 2008 (jury trial)
(Defendants have elected to reserve their jury
trial rights under F.R.C.P., Rule 38)

AND RELATED CROSSCLAIMS.

1 I, Dan Hanley, declare as follows:

2 1. I make the following statements of my personal knowledge, and if called to testify
3 in this Court, my testimony would be as stated herein.

4 2. My name is Daniel E. Hanley. I am a member in good standing of the State Bar of
5 California, state bar number 61408 and have been for over thirty years. I have represented Wesley
6 Mayder and Romi Mayder as individuals regarding separate and distinct matters for the past ten
7 years, although I have never represented them jointly. I represented Silicon Test Solutions LLC
8 ("STS LLC"), a California limited liability company which I formed under the directions and
9 authority of Romi Mayder.

10 3. The Articles of Formation for STS LLC were filed on September 8, 2006 and a true
11 and correct copy (with my signature on it) of which is attached hereto as Exhibit "A."

12 4. Because Mr. Romi Mayder was then in discussions with Mr. Robert Pochowski
13 about Mr. Pochowski becoming a member and co-manager of STS LLC, I checked the box that
14 STS LLC would be managed by "more than one manager" but I did not check the box that STS
15 LLC would be managed by "all members of the limited liability company." The latter was simply
16 never the intention expressed to me.

17 5. I subsequently learned that Wesley Mayder was going to join STS LLC as a
18 member but not as a manager since Mr. Wesley Mayder was already, as I understood it, employed
19 full-time in his own business, namely, WeDirect, Inc.

20 6. I drafted an LLC Operating Agreement which I delivered to Mr. Romi Mayder for
21 him to obtain signatures by Mr. Pochowski and by Mr. Wesley Mayder; that document (the
22 unsigned version of which I have and which is attached as Exhibit "B") anticipates signatures not
23 only by the three of them but by each of their spouses (or domestic partners) given the provisions
24 of California law that could otherwise apply to spouses (or domestic partners).

25 7. The LLC Operating Agreement was never returned to me as a signed document;
26 indeed, I never received any signed version of it. I learned that Mr. Pochowski disputed the
27 ownership allocation and that because that could not be resolved, there was no agreement, no

28

1 Operating Agreement was agreed upon and none was signed by the three parties who I had
2 believed were going to sign it.

3 8. It is not common though it does happen that sometimes, in my experience, one
4 person will start a limited liability company and it will be filed with the view that the various
5 proposed members are going to actually agree on an Operating Agreement but then they fail to do
6 so and the LLC is then subsequently cancelled; that is precisely what occurred in this case.

I declare, under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct. Executed on July [24], 2008 in Truckee, California

/s/ Daniel Hanley
Daniel Hanley